

EXHIBIT 12

Project Source
Non-binding Indication of Interest

Exhibit A February 17, 2012

(\$ in millions)	Book Value	UPB or Par Amount	Indication	Comments
a. NEWCO				
MSRs				
FNMA/FHLMC	\$630	\$90,044		Acquire MSR
GNMA	382	46,413	280	Acquire MSR
Subtotal	\$1,012	\$136,457	\$800	
Advances				
FNMA/FHLMC	\$230	\$230	NA	Buyer to collect existing advances for Seller; Buyer responsible for new advances
GNMA	112	112	NA	Buyer to collect existing advances for Seller; Buyer responsible for new advances
Subtotal	\$342	\$342	NA	Buyer to purchase any remaining advance balances at 95% of par, 18 months from closing
Subservicing				
FNMA/FHLMC - Ally		\$131,165		Proposal EXCLUDES PLS subservicing within NewCo; we propose to acquire the PLS MSRs ("d" below)
Private Label Securitization		exclude, see "d" below		
Other fee-based subservicing		43,297		Assume subservicing at market rates, \$0 price
Master Servicing		53,290		
		\$227,752		
Consumer Lending				
Retail		NA		Assume Platform, \$0 price
Retail		NA		Assume Platform, \$0 price
Total NewCo		NA	\$800	
b. Correspondent Lending				
		NA		Assume Platform; \$0 price, Contingent upon Seller continuing to originate up to transaction closing
c. Wholesale Lending				
		NA		Assume Platform; \$0 price, Contingent upon Seller continuing to originate up to transaction closing
d. Private Label Securitization MSR				
	\$192	\$71,122	\$200	Acquire MSR
e. Private Label Securitization Advances				
	\$1,243	\$1,243	NA	Buyer to collect existing advances for Seller; Buyer responsible for new advances
				Buyer to purchase any remaining advance balances at 95% of par, 18 months from closing
a. - e. SUBTOTAL				
			\$1,000	Indication pricing for items a. through e. is presented on an all or none basis.
				Allocation of total price for items a. through e. among assets is for illustrative purposes only
f. Legacy Whole Loan Portfolio				
	\$1,546	\$10,600	\$1,600	Acquire Legacy Portfolio
TOTAL		Book UPB	\$2,600	
NOTE: MSR + Subservicing Total				
Advance Total	\$1,204	\$435,331	\$1,000	Buyer to collect existing advances for Seller; Buyer responsible for new advances
Origination Total	\$1,585	\$1,585	NA	Assume Platform, \$0 price
Legacy Whole Loans Total	\$1,546		\$1,600	
Grand Total			\$2,600	

FORTRESS

Schedule of Purchased Assets and Assumed Liabilities

February 29, 2012

(\$ in thousands)

Exhibit 12			
Purchased Assets (Section 2.1)			
LMortgage servicing rights (a)	Book Value	Applicable Purchase Price %	Purchase Price \$
\$ 1,201,114		Purchase Price Calculation as per Schedule 3.1(a) 1	

GNMA Mortgage loans (c) (1) Purchase Price Calculation as per Schedule 3.1(a) 4

Accounts receivable			
Service advances (b) (2)	1,789,171	Purchase Price Calculation as per Schedule 3.1(a) 3	
Service fee receivable (a) (3)	55,392	0%	0
Late fee receivable (k)	24,008	0%	0
ETS receivables (k)	2,613	100%	2,613
Other receivables (k)	539	100%	539
Other assets			
Furniture & Equipment, net (h) (i) (j)	44,640	0%	0
Prepaid software expenses (i)	2,612	100%	2,612
Prepaid postage (i)	491	100%	491
Security deposits (i)	227	100%	227
Prepaid rent (i)	718	100%	718
Other (i)	725	85%	616
	<u>\$ 3,122,251</u>		<u>\$ 7,816</u>

Assumed Liabilities (Section 2.7)

Business Employee liabilities (i) (Section 6.7)	\$ 42,222	100%	\$ 42,222
Business or Purchased Asset liabilities (v)			
Payoff Interest Payable	6,776	0%	-
Other Business or Purchased Asset liabilities	29,945	100%	29,945
	<u>\$ 78,943</u>		<u>\$ 72,167</u>

- 12-12020-mg Doc 1580-12 Filed 09/25/12 Entered 09/26/12 09:26:57
- (1) GNMA loans as of 2/29 are excluded for SoPAA purposes
 - (2) Excludes company-owned corporate and T&I advances and Master servicer advances.
 - (3) Includes accrued and unpaid GNMA, Master and sub-service service fee receivable calculated in accordance with ResCap policies.

Schedule D - Other Miscellaneous Purchased Assets

Interest Receivable	
Loans	10,899,257
Trading Securities	25,313
Other Receivables	
Trading Securities	85,082
Advances	55,061,075